TAB 1 QUALIFICATIONS AND EXPERIENCE

Dulles SmartLink is an experienced team focused on delivering an innovative solution to the transportation challenges of the Dulles Corridor. In one team, we have combined the capacity, experience, knowledge, position, and commitment necessary to address the challenges and opportunities associated with the continued operation and further development of the Dulles Toll Road (DTR) and the surrounding corridor.

Dulles SmartLink proposes a Concession structure for developing, financing, operating, and maintaining the DTR that will leverage opportunities not available through other approaches.

1.a Legal and Organizational Structure of Dulles SmartLink

Identify the legal structure of the firm, or consortium of firms making the proposal. Identify the organizational structure for the project, the management approach and how each partner and major subcontractor in the structure fits into the overall team.

1.a.1 Legal Structure

The contracting entity for the DTR Concession (the "Concession") will be Dulles SmartLink. Dulles SmartLink will establish a special purpose limited liability entity (SPV) to facilitate the project. The obligations and financing of Dulles SmartLink will be undertaken by the SPV under the terms of a Comprehensive Agreement with VDOT. The SPV will be majority-owned by Transurban, and Goldman Sachs & Co (Goldman Sachs) will have a minority ownership stake. Dulles SmartLink may bring other minority investors into the consortium at its discretion. The DTR and all of the proposed enhancements will continue to be owned by VDOT throughout the Concession, subject to its lease with Metropolitan Washington Airports Authority (MWAA).

Transurban and Goldman Sachs will form a SPV – Dulles SmartLink.

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The SPV will act as "operator" for the purposes of this proposal as defined by the Public-Private Transportation Act of 1995 (PPTA). The SPV will take responsibility for ownership, financing, construction, operation, and maintenance of the project. VDOT will provide oversight of Concession obligations, including design, construction, operations and maintenance standards, and handover conditions at the end of the Concession term.

VDOT will continue to own the DTR throughout the concession period.

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Dulles SmartLink intends to contract for certain functions as follows:

- Fluor Virginia, Inc. (Fluor), a subsidiary of Fluor Enterprises, Inc., will act as the design-build program manager to Dulles SmartLink
- VMS, Inc., will provide certain operations and maintenance services to Dulles SmartLink

Dulles SmartLink may form a limited liability company, a corporation, or other legal entity to create the most efficient structure associated with the financial profile of the Concession.

1.a.2 Organizational Structure

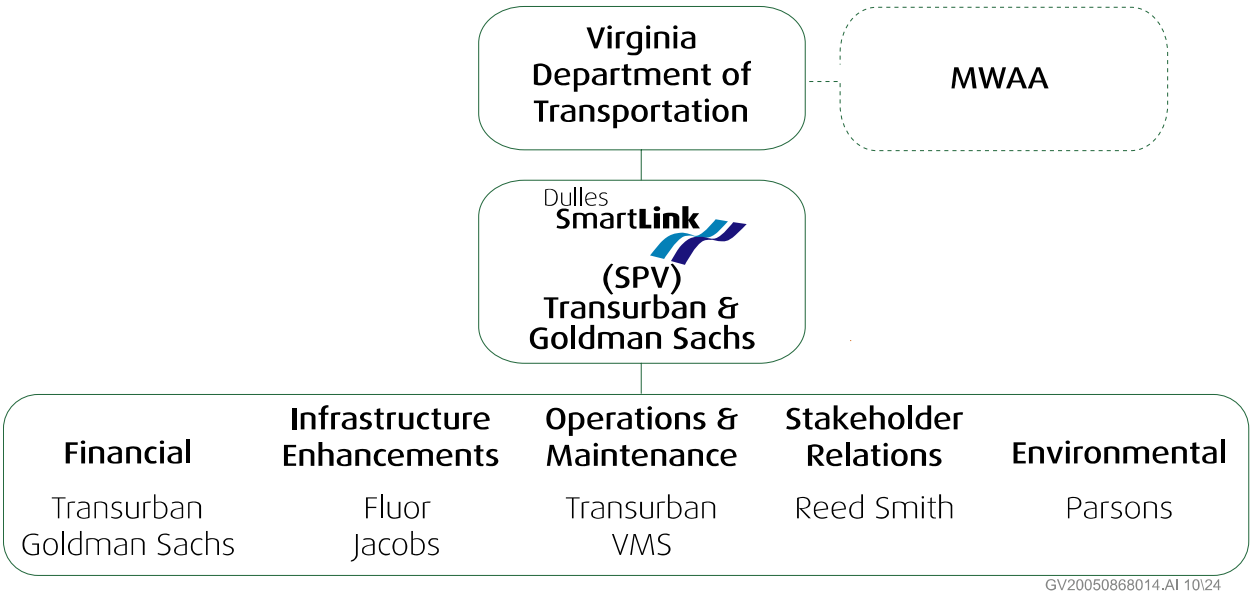

Figure 1.a.2-1 Dulles SmartLink Organizational Structure

The Dulles SmartLink Team includes local and world-class expertise in all of the key elements, as shown in Figure 1.a.2-1, required to successfully finance, improve, operate, and manage the Dulles Toll Road. Dulles SmartLink has met the same challenges across the country and around the world that VDOT faces in operating and managing a state-of-the-art toll road system in a major metropolitan region. This experience spans from the Chicago Skyway, where Goldman Sachs served as the adviser for the City of Chicago, to Australia, where Transurban owns and operates the Melbourne CityLink and M2 Hills Motorway Concessions.

Dulles SmartLink includes local and world-class expertise in toll road financing, operation, and management.

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Our combined expertise, proven ability to deliver large complex projects, in-depth understanding of the Northern Virginia transportation system, and commitment to the Commonwealth of Virginia results in:

- Minimizing risks to VDOT and the Commonwealth of Virginia
- Reducing congestion and commuting time for residents in Northern Virginia and the Dulles Corridor
- Increasing financial resources available for other critical transportation needs

Transurban and Goldman Sachs will serve as the project equity sponsors. Transurban will take overall responsibility for the management, financing, operation, and maintenance of the project, including design and construction of project enhancements. Goldman Sachs possesses significant experience on infrastructure transactions of this nature and will act as financial adviser to Dulles SmartLink.

Fluor and VMS, acting as contractors to the Dulles SmartLink Team, provide substantial local knowledge of conditions and the local contracting community and also provide considerable design-build, operations, and asset management experience to the team.

The Dulles SmartLink Team is supported by a range of experienced advisers across the spectrum of capabilities required for a project of this nature, including traffic modeling, environmental impact, and stakeholder relations.

The Dulles SmartLink Team also has a proprietary Investment Grade Traffic Model of Northern Virginia, which it developed as part of the Capital Beltway project. We can, therefore, provide VDOT with a high level of confidence in the traffic forecasts underpinning this proposal.

1.a.3 Management Structure and Roles of Team Members

Dulles SmartLink is committed to the continuous enhancement and active management of the DTR to meet the transportation demands of the Dulles Corridor. Consortium partners will be allocated specific roles throughout the Concession to facilitate the provision of these services.

Team Member	Role	Equity Sponsor	Operations and Long-Term Asset Management	Delivery of Asset Enhancements
Transurban	Developer, Concession manager, toll systems, operations, and customer service	✓	✓	✓
Goldman Sachs	Financial adviser	✓		✓
Fluor	Program manager for enhancements			✓
Jacobs	Engineering			✓
VMS	Asset management (O&M)		✓	✓
Parsons	Environmental coordination		✓	✓
Reed Smith	Stakeholder relations		✓	✓

Transurban

Transurban is a $5 billion enterprise with a successful track record as a developer, owner, operator, and manager of complex toll road infrastructure. The company has significant experience which enables it to deliver the following capabilities for the Dulles SmartLink team:

- Lead equity sponsor
- Project development, operations, and management
- Principal point of contact with VDOT

Goldman Sachs

Goldman Sachs is one of the world's leading investment banks and private equity investors, an early innovator in the field of Concession financing, and an established financial adviser to toll roads around the world. Goldman Sachs will bring the following capabilities to the Dulles SmartLink team:

- Infrastructure investment banking
- Debt underwriting and placement
- Equity sponsor

Fluor

Fluor will be the program manager responsible for delivering the comprehensive package of enhancements to the DTR. The firm will manage all design and construction activities associated with the DTR enhancement program.

Jacobs

Jacobs has been the "Engineer-of-Record" on the DTR for more than a decade and brings comprehensive qualifications to the team including traffic engineering, Intelligent Transportation System (ITS) design, highway design, structure and bridge design, tolling systems design, environmental compliance review, and construction phase services.

VMS

VMS has significant recent operating and maintenance experience in Virginia and the District of Columbia. VMS specializes in innovative asset management programs that preserve today's infrastructure for tomorrow, which will provide true added value to the Dulles SmartLink Team.

Parsons Transportation Group

Parsons has been providing transportation consulting services to VDOT and other Northern Virginia transportation agencies for more than 20 years. Parsons will facilitate the environmental approval process relating to the enhancements proposed by Dulles SmartLink.

Reed Smith

Reed Smith maintains one of the most extensive administrative law and legislative practices of any law firm in Virginia. Reed Smith will serve as the adviser to Dulles SmartLink on all matters affecting stakeholder relations.

1.a.4 Management Approach

The Dulles SmartLink team is committed to:

- Partnering with VDOT to deliver long-term value to the community
- Sharing VDOT's vision for improving the integrated transportation system across not only the Dulles Corridor but also the broader Northern Virginia network
- Maintaining an open relationship with the community throughout the enhancement program and operation
- Expanding and integrating the HOV/HOT network in Northern Virginia

We believe it is imperative to actively manage roads over the life of the Concession and work closely with all stakeholders to make sure community needs are constantly being met. Dulles SmartLink has a long-term vision for mobility in Northern Virginia. The DTR enhancements and transit projects, such as the Dulles Corridor Metrorail Project, are key components of an overall enhancement program to meet this vision. Ultimately, the success of the Concession will be measured in terms of how well the community, local businesses, and customers believe the enhancements have met their needs and whether they accept it as an integral part of the Northern Virginia transportation system.

> By actively managing, Dulles SmartLink can ensure that the community's needs will constantly be met.

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Long-Term Operator and Manager

Transurban's significant operational management experience, with high-volume toll roads, means we understand the importance of focusing on customer outcomes over the long-term. We believe that delivering successful outcomes is not limited to design or construction management. It is about planning for success – as measured by all stakeholders – over the life of the Concession.

Dulles SmartLink will bring a long-term operator and manager approach to the project based on our:

- Genuine commitment to sustainability over the life of the Concession
- Detailed understanding of the critical factors in delivering successful project outcomes, including the consideration of the concerns of all stakeholders over the long-term
- Commitment to work in partnership with VDOT, MWAA, and other stakeholders to respond to these concerns and to changing needs over the life of the Concession

Focus on Network Integration

Critically, Dulles SmartLink is able to offer VDOT full and seamless integration of the DTR enhancements with the HOT Lanes network linking to the Capital Beltway. Dulles SmartLink's lead sponsor, Transurban, is also part of the team that has entered into a Comprehensive Agreement with VDOT to undertake the Capital Beltway HOT Lanes project. These linkages mean Dulles SmartLink is able to offer significant customer benefits associated with the integration of this crucial element of transportation infrastructure into a regional HOT lanes network.

Dulles SmartLink members' investment in the Capital Beltway HOT Lanes ensures DTR's integration into the regional HOT Lanes network.

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Our regional approach to operational management of these roads will be delivered through enhanced on-road connectivity of both the general purpose and HOV/HOT lanes and improved network management at an operational level, including incident management, driver information systems, and coordination with VDOT.

The resulting network of HOV/HOT lanes and enhanced on-road experience will afford customers a high level of service in tolling operations, road operations, and ongoing innovation. Dulles SmartLink's management approach will be focused on delivering benefit to the Northern Virginia transportation network through effective integration at all times.

Benefits of the Dulles SmartLink Approach

The principal benefits resulting from implementation of the Dulles SmartLink plan will be to:

- Create a safer, quicker, more reliable driving experience for our customers
- Provide private sector investment, which can be used to fund VDOT's transportation infrastructure priorities (as discussed in Tab 4.a)
- Relieve VDOT of the operation and maintenance responsibility and market risk for DTR

We bring the following strengths and benefits to VDOT and the DTR project:

- **Experienced operators/managers** – who will invest at-risk capital over the life of the Concession
- **Committed long-term investors** – the Commonwealth knows who it will be dealing with for the life of the Concession
- **Executive sponsorship** – with the authority to make decisions and commit the team members as the single point of contact for all issues relating to VDOT
- **Private funding** – new and innovative methods to fully fund the Concession (including enhancements), while delivering significant transportation funding for other regional priorities such as the Dulles Corridor Metrorail Project
- **Resources to meet VDOT's timelines** – from today until financial close, during construction of enhancements, and throughout operations over the life of the Concession
- **Appropriate project management** – to minimize the cost and impact to existing road users of enhancement to the DTR
- **Maximum life-cycle value** – delivered by the right team, with the right skills to address all the life-cycle cost implications
- **Swift community benefits** – the traveling public will enjoy mobility, air quality, and safety improvements, at the earliest possible time, through efficient project delivery
- **Public support** – effective and proactive public participation strategies to make sure stakeholder support is maximized
- **Minimal right-of way impacts** – innovative solutions to minimize the impacts to businesses and residences that typically drive construction costs up and drive public support down
- **Customer service** – tolling products and customer service designed to make the DTR user-friendly
- **Seamless integration** – of the enhanced DTR into the major road network servicing the Washington metropolitan area and Northern Virginia
- **Increased travel alternatives –** faster travel times as a result of increased DTR capacity, and the Dulles Corridor Metrorail Project will improve transportation choices for residents

- **Direct access to major employment centers** – faster and more direct access to major employment centers along the Dulles Corridor and Capital Beltway, such as Merrifield and Tysons Corner
- **Managed congestion-free transportation** – the Dulles SmartLink enhancements will reduce congestion in this crucial corridor, reducing vehicle operating costs and improving safety and efficiency across the network
- **Attractiveness of region due to multi-modal infrastructure** – the region will be more likely to attract and retain residents and businesses as the region's population grows if traffic congestion is addressed by transportation infrastructure enhancements

1.b Team Experience and Capabilities

Describe the experience of each firm and the key principals involved in the proposed project. Describe the length of time in business, business experience, public sector experience, and other engagements of the firm(s). The lead organization must be identified.

The Dulles SmartLink Team has significant experience in managing the key performance areas for an asset such as the DTR. These key performance areas include:

- Managing enhancements on an operating asset
- Working in partnership to actively manage complex infrastructure over long Concession periods
- Investing in long-term transportation projects
- Delivering complex and sensitive projects on time and within budget
- Maintaining community, business, and stakeholder confidence during the delivery and operation of the project
- Delivering seamless solutions for motorists in the context of complex road networks
- Managing relationships with major stakeholders, based on a successful program of community outreach
- Linking customer service and tolling solutions on inner urban roads
- Implementing fully electronic tolling systems and technology, with a successful record of continuous improvement and innovation

Each of the projects described in Tab 1.b.4 Project Descriptions demonstrates our team's depth of experience and successful track record in managing projects similar to the DTR.

1.b.1 Experience of Team Members and Key Principals

Experience of Team Members

Transurban *(lead organization)*
Length of time in business: 10 years

Transurban is a $5 billion enterprise with an "A-" credit rating from Standard & Poor's, and has positioned itself for strong sustainable growth both in Australia and the United States.

Transurban is an international leader in the global market for Intelligent Transportation Solutions (ITS) and is well placed to provide a superior outcome for road users in the Dulles Corridor and ensure optimal results and minimal risk for VDOT.

Transurban's experience will provide a superior outcome for road users and minimal risk for VDOT.

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Transurban was formed in 1996 to own and operate the Melbourne CityLink Concession in Australia. The firm was a pioneer in the development of 100 percent electronic toll collection systems and operates its system above industry standards in terms of cost efficiency and revenue capture. CityLink currently handles 800,000 transactions per weekday and has more than 700,000 account customers.

Traffic volumes are currently within four percent of the forecast developed prior to financial close in 1995. Transurban continues to improve and enhance CityLink in consultation with the state road authority, VicRoads. The company has recently developed a major enhancement program to reduce congestion on the route between CityLink and Melbourne's international airport, in partnership with VicRoads.

In 2002, Transurban achieved financial close on the Westlink M7 Concession in Sydney. The firm holds a 40 percent equity stake in the M7 (with rights to increase to 50 percent over time) and is the toll systems developer and customer services operator for the road. The project is expected to open in December 2005, eight months ahead of schedule.

Transurban recently acquired a separately listed toll road company in Sydney, Australia – Hills Motorway. Transurban is currently implementing its planned enhancements to the M2, the toll road previously operated by Hills Motorway. The enhancements, similar to those proposed for the DTR, include construction to relieve congestion bottlenecks and replacing the existing customer services and tolling systems with an up-to-date, fully electronic concept. The scope of the improvements has been agreed in principle with the local Roads and Traffic Authority (RTA) and is expected to be delivered ahead of schedule and under budget. This experience demonstrates Transurban's ability to work with governments to achieve effective enhancements that deliver real value to customers and the broader community.

When WestLink M7 opens and the enhancements on the M2 are complete, Transurban will be the operator of three major fully electronic open-road tolling systems in Australia.

Transurban began investigating U.S. opportunities in 2002, and Virginia has now become Transurban's number one priority market in the U.S. The company is actively pursuing opportunities to deliver several projects in partnership with VDOT:

- In April 2005, Transurban entered into a Comprehensive Agreement with Fluor and VDOT for the Capital Beltway HOT Lanes Project
- In June 2005, Transurban entered into a Memorandum of Understanding to investigate a Concession refinancing for the Pocahontas Parkway
- In June 2005, Fluor-Transurban submitted a detailed proposal for developing the I-95/395 BRT/HOT Lanes Project

Goldman Sachs

Length of time in business: 136 years

Founded in 1869, Goldman Sachs is a leading global investment banking, securities, and investment management firm. Goldman Sachs is widely respected for the quality of investing, advisory, and financing services it provides to leading corporations, financial institutions, governments, and high net-worth individuals. Goldman Sachs has a strong commitment to excellence, evident in its superior financial advice and execution, its culture of teamwork, and its global reach.

Goldman Sachs will draw on its deep experience in transportation finance transactions.

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With a market capitalization of more than $55 billion and a credit rating of "Aa3/A+/AA-," Goldman Sachs is regarded as one of the best capitalized and most financially diverse investment banks.

Goldman Sachs' recent experience in infrastructure financing transactions position the firm well to provide leading transactional and advisory services as a member of the Dulles SmartLink team. Further, the firm's long and established reputation as a leading private equity investor provides access to capital and a track record of successful equity investing. Table 1.b.1-1 contains examples of recent transactions in which Goldman Sachs has played a critical role.

Table 1.b.1-1 Recent Examples of Goldman Sachs Infrastructure Transactions

Client	Transaction	Role	Comments
City of Chicago	Sale of Skyway Concession for $1.8 billion	Adviser	• First Concession sale of an existing asset in the U.S.
State of Indiana	Sale of Indiana Toll Road Concession	Adviser	• Process underway to sell Concession
Skyway Concession Company	$1.4 billion Debt Issue and Swaps	Joint Lead	• Refinancing of Concession corporation purchase
Autostrade	$12.3 billion Tender and Recapitalization	Lead Arranger	• Complex and rapid recapitalization for this 2100-mile toll road company
Tube Lines	$3.6 billion Refinancing	Sole Lead	• Restructure of debt for company managing a portion of the London Underground

In addition to its financing and capital markets expertise, Goldman Sachs has a long history of investing its capital in a variety of businesses and transactions. In 1983, Goldman Sachs began to invest in selected longer-term equity investments that were introduced to the firm through its banking and brokerage clients. To date, Goldman Sachs has formed 10 investment vehicles aggregating more than $17 billion of capital. These funds allow Goldman Sachs and its clients to invest primarily in corporate equity securities through the GS Capital Partners series of funds and in mezzanine opportunites through the GS Mezzanine Partners series of funds. Goldman Sachs and its employees have committed more than $3.7 billion of this capital.

Fluor

Length of time in business: 93 years

Fluor, founded in 1912, is one of the world's largest, publicly owned engineering, construction, program management, and maintenance service companies with approximately $10 billion in revenue in 2004. Fluor's experience encompasses many industries and the entire spectrum of project delivery systems and services. This diverse background of experience has allowed the company to consistently offer unique solutions and innovative approaches to transportation projects. Fluor has a market capitalization of more than $5 billion and maintains an "A-" credit rating from Standard & Poor's.

Fluor's Infrastructure Group is dedicated to serving the highways, transit, aviation, port facility, and telecommunications markets globally. Its portfolio of experience includes roads/toll roads, rail (light, commuter, heavy, high-speed), aviation facilities and systems, and ports.

A full range of services is provided to its public sector clients, including development, financing, program management, turnkey design, design and construction, operations and maintenance, and build-own-operate-transfer arrangements. Fluor has taken the lead in developing and coordinating innovative public-private partnerships for major transportation programs, thereby helping local, state, and government authorities to meet public demands. Fluor was instrumental in the development of the first-of-a-kind, privately financed, design-build toll road projects in Denver, Colorado and Richmond, Virginia. Fluor is currently the lead partner in Lone Star Infrastructure, which has a Comprehensive Development Agreement with Texas Turnpike Authority to design and build the 90-mile, $1.3 billion SH 130 Toll Road in Austin, Texas.

Fluor is currently managing highway programs totaling more than $10 billion in construction capital costs. The company has solved a host of challenges facing its clients, ranging from financing to right-of-way, utilities, environmental clearance, and design and construction. Fluor has developed its strong reputation for excellence in the specialized work of program management on both large and small infrastructure projects. The company has become the trusted program manager for the State of South Carolina and the State of California for projects involving major multipurpose transportation programs, based in counties including Orange, San Bernardino, and Santa Barbara.

In the last 50 years, Fluor has completed more than 600 projects in the Commonwealth of Virginia for various industrial, power, commercial, and chemical clients. These projects represent a $5 billion investment in the Commonwealth and contribute to Fluor's full understanding of the local statutes, conditions, practices, and contractors. This experience also complements Fluor's expertise in project development and management.

Fluor has completed more than 600 projects in the Commonwealth.

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Fluor has been a pioneer in public-private development of public transportation systems in the U.S. through its participation on the following projects:

- Route 895 Pocahontas Parkway, Richmond, Virginia
- Capital Beltway HOT Lanes, Fairfax County, Virginia
- E-470 Toll Road in Denver, Colorado
- Foothill Transportation Corridor – South, Orange County, California
- SH 130 Toll Road, Austin, Texas
- Conway Bypass, South Carolina

Fluor was instrumental in orchestrating the development phase of these projects and using innovative financing techniques that were tailored to meet each state's distinctive needs. Fluor employs its in-depth knowledge and understanding of the relationships between the Commonwealth, the financing community, and various regulatory agencies to advance projects through construction.

Figure 1.b.1-1 below shows *Engineering News-Record's* Top Firms.

Figure 1.b.1-1 ENR Ranks the Best of the Best

Jacobs

Length of time in business: 77 years

Jacobs is a publicly traded company with more than 35,000 professionals worldwide and revenues exceeding $5 billion. The firm has delivered professional services on roadways and bridges of all sizes and complexities throughout the U.S., including:

- $1.4 billion Reconstruction of Interstate 15 in Salt Lake City
- $234 million Signature Hoover Dam Bypass spanning the Colorado River
- $1.6 billion Interstate 25 Southeast Corridor Reconstruction in Denver

Over the past five decades, the civil/infrastructure division of Jacobs has provided comprehensive transportation services in the Commonwealth of Virginia and surrounding mid-Atlantic states, specializing in design, design-build, and construction management projects.

Jacobs has been Virginia's engineer-of-record on the DTR for more than a decade, having provided engineering and construction phase services on the following projects:

- 4th Lane HOV Widening for VDOT – This project was initiated in 1994 and included adding a fourth lane in both eastbound and westbound directions from Route 28 to the Capital Beltway. Numerous bridges were widened or improved, including the widening and complete replacement of the Wiehle Avenue Bridge superstructure
- Express Bus Slip Ramps – Jacobs supported the Fairfax County Department of Public Works in designing six slip ramps between the DTR and the Dulles Airport Access Highway (DAAH) for exclusive use by the express bus service
- Capital Beltway Interchange Improvements – In 2003, Jacobs delivered the construction plans for VDOT's capacity improvements to the Capital Beltway interchange with the DTR

Jacobs has been Virginia's Engineer-of-Record on the DTR for more than a decade.

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In addition to the above construction, Jacobs was contracted by VDOT to perform conceptual design and alternatives analysis for the Route 267 (DTR)/Hunter Mill Road Interchange Project. This project included the development of alternatives and traffic analysis for the widening of Hunter Mill Road from Sunrise Valley Drive to Sunset Hills Road and improvements to the Hunter Mill Road/DTR Interchange. Extensive public involvement was included during the alternatives analysis phase. Jacobs coordinated with the local supervisor, homeowners, Fairfax County Park Authority, local business interests, MWAA, and Reston Homeowners Association. The project also included coordinating with future rail and adjustments/improvements to existing toll facilities, including fiber-optic lines. Through this recent experience, Jacobs can quickly establish a comprehensive outreach program with key stakeholders for the DTR enhancements.

Jacobs is a leading design management firm for design-build projects in the mid-Atlantic. Jacobs' first design-build project in the mid-Atlantic was as the design manager subcontracted to FD/MK for the eastern section of the Pocahontas Parkway (Route 895) in Richmond, Virginia. This project was delivered on budget and on schedule. Jacobs recently completed two design-build projects for the Washington Metropolitan Area Transit Authority (WMATA).

The 3.1-mile extension of the Blue Line to Largo, Maryland, was the first design-build project executed by WMATA and was the first major expansion of the original 103-mile system. Similarly, the design-build of the New York Avenue station was the first station WMATA has constructed between existing stations along active track. Both of these projects were successfully completed, with the improvements placed into revenue service ahead of schedule. Jacobs delivered additional design-build projects in Virginia for the Pentagon and at the Potomac Yards development.

VMS

Length of time in business: 10 Years

Specializing in innovative programs that preserve today's infrastructure for tomorrow, VMS is the leader in developing and implementing infrastructure asset management programs for roadways, transportation, and other facilities in the U.S.

VMS' Virginia experience provides true added value to this proposal. For example, the VMS asset management program will offer:

- Seamless transition from handover, through the enhancement program, and to ongoing operations and maintenance – VMS will be part of the team from the project's inception to provide long-term maintainability of the assets and develop a refined work program from the start date of operations
- Guaranteed value – VMS has delivered realized savings for its clients, including VDOT, when compared with historical operating costs
- Transfer of risk – VMS will assume the risk for costs associated with unexpected events, including severe weather
- Assured outcomes – VMS will ensure that assets meet prescribed performance standards throughout the life of the contract
- Proven successful subcontractor and outreach program – VMS has worked diligently in Virginia to foster relationships with local subcontractors, particularly DBE firms. For the year 2002-2003 in Virginia, VMS subcontracted 39 percent of its work to minority, women-owned, and small businesses

VMS is providing asset management services on 25 percent of the Commonwealth's interstates.

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Most importantly, VMS is successfully providing asset management services for VDOT on 25 percent of the Commonwealth's interstates. Included are 101 miles of I-95, 87 miles of I-81, 66 miles of I-77, and 3 miles of I-381. VMS also maintains 75 miles of the National Highway System for the District of Columbia Department of Transportation and the Federal Highway Administration.

VMS currently provides a full range of maintenance services for:

- More than 6,000 lane miles of roadway
- Approximately 4,000 bridges
- Nine tunnels (including the longest roadway tunnel in the U.S., a 2.5-mile multi-modal tunnel in Alaska)
- More than 100 roadway-related facilities (rest areas, welcome centers, administration buildings, weigh stations, and toll facilities) in five states and the District of Columbia

The types of geographic features, asset attributes, and asset management challenges that VMS successfully manages across the country include all of those present on the DTR. VMS knows Virginia and its road system because the firm is already here, providing similar services throughout the state.

VMS pursues a long-term financial and systems approach to the operations and maintenance of transportation facilities. The VMS approach is to constantly evaluate the existing condition of each asset, compare it with the contractually required condition, and determine the most cost-effective means and timing necessary to meet that required condition level. Rehabilitative efforts are also based on a thorough evaluation of existing conditions and comprehensive work plan to accomplish rehabilitation on schedule and maximize the ability to maintain the asset in the future.

Parsons

Length of time in business: 86 years

Recognized by VDOT as one of the premiere environmental planning firms in the Commonwealth, Parsons has served as VDOT's on-call consultant for the preparation of environmental documents, wetland and water quality services, and transportation planning for the last nine years.

Parsons has provided planning and design services to public and private clients since 1919. Today, it is one of the world's most experienced transportation engineering firms and maintains a staff of more than 2,500 transportation planners, civil and structural engineers, traffic engineers, rail and system engineers, architects, and construction and environmental specialists. More than 150 of the firm's professional staff members are located in our Northern Virginia and Washington, D.C. offices. From initial feasibility studies, through environmental analysis, to preliminary and final design and construction, Parsons offers multidisciplinary professional services of the highest caliber. With this start-to-finish capability, Parsons produces total solutions to its clients' most challenging projects.

Parsons' ongoing commitment to environmental stewardship is manifested in its integration of environmental management with planning engineering skills. Parsons provides a full range of environmental services from its Northern Virginia and Washington, D.C. offices that include, but are not limited to, the following:

- Environmental document preparation (NEPA, Section 4(f), Section 106)
- Wetland delineations, evaluation, and mitigation
- Water quality analysis
- Aquatic and terrestrial resource surveys
- Section 7 biological assessments
- Traffic forecasting and modeling
- Air, noise, and energy assessments
- Historic and archaeological resource surveys
- Socio-economic, land use, and joint development studies
- Visual/aesthetics assessments
- Hazardous material surveys
- Public and agency coordination
- Environmental permitting assistance

Parsons has been working with VDOT for more than 20 years. The firm has successfully completed environmental and location studies for some of the most complex and controversial transportation projects undertaken by VDOT and other transportation agencies in the Northern Virginia region. Each project required the coordinated integration of environmental planning, sound engineering, dependable traffic forecasting, and effective public involvement and agency liaison. The real success of these efforts is demonstrated in the movement of projects from planning to design and construction. Notable projects include:

- Woodrow Wilson Bridge Improvement Study – under construction
- I-95/I-395/Capital Beltway Interchange Improvement Study – under construction
- Dulles Corridor Rapid Transit Project EIS – approved for funding and design
- Route 234 Bypass – partial construction

Reed Smith

Length of time in business: 128 years

Reed Smith has advised on numerous PPTA projects.

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Reed Smith maintains one of the most extensive administrative law and legislative practices of any law firm in Virginia. The firm has been involved in numerous transportation projects, including both state and local Public-Private Transportation Act (PPTA) projects. The firm has extensive transportation expertise at the federal, state, and local levels and has been at the forefront of transportation privatization in the Commonwealth since its inception. Reed Smith authored the Virginia Highway Corporation Act of 1988, representing the private sector developers of the Dulles Greenway in obtaining Commonwealth Transportation Board approval for the project and assembling the real estate for the project. In addition, the firm was active in the passage of the PPTA and the adoption of the implementation guidelines.

Experience of Key Principals

Dulles SmartLink members have developed innovative financial and technical solutions to infrastructure and transportation challenges.

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While the quality of the Dulles SmartLink consortium's plan for the DTR sets the foundation for success, ultimately it is the responsibility of the personnel executing the plan and their ability to work together and in partnership with VDOT toward achieving a common goal that will determine the level of success for the project.

Our team represents some of the most experienced firms in the world in the development of innovative financial and technical solutions to infrastructure and transportation challenges. From these firms, we have selected key personnel with extensive experience in development projects and some of the most successful, privately managed transportation projects in the world. These individuals possess an understanding of what needs to be done to make projects, such as the DTR enhancements, a success and the partnership approach that must be taken with VDOT to deliver these projects on schedule. In particular, Dulles SmartLink possesses a wealth of experience as the result of having worked in this corridor and in these communities.

The following Table 1.b.1-2 shows the key principals from each firm who will be responsible for delivering critical areas of the project.

Table 1.b.1-2 Concession Management Team

Principal	Company	Role
M. Kulper	Transurban	Executive Sponsor
M. Florian	Goldman Sachs	Executive Sponsor
K. Daley	Transurban	Project Development Manager
M. Whelan	Transurban	Project Operations Manager
H. Morgan	Fluor	Program Manager

Michael Kulper, Vice-President, Transurban – North America

Michael Kulper is responsible for Transurban's North American business and for all activities related to Transurban's investment in projects. He is currently working on several U.S. projects that are in the development phase, including the Capital Beltway HOT Lanes Project which will result in investments by Transurban at financial close. He has worked in various finance-related roles, in both Australia and the U.S., including 11 years as an investment banker for a Wall Street firm. Michael's expertise will be critical to developing an innovative and successful approach to project financing and structuring an investment by Transurban.

Ken Daley, Vice President International Development, Transurban – North America

Ken Daley has built an international reputation for the operation and management of toll roads, including tolling systems, traffic forecasting, traffic signals, and Intelligent Transport Systems (ITS). He developed the traffic model – a critical factor in the development of road projects – for CityLink in Melbourne. An engineer for 30 years, Ken has worked as a consultant throughout Southeast Asia and has managed major traffic and road development projects in Melbourne, Singapore, Dublin, Kuala Lumpur, and Tainjin. Ken's experience in the development and operation of CityLink makes him a key member of the Transurban team that assesses and develops new projects. He is a regular lead speaker at international conferences on ITS, particularly on the success of CityLink's multilane free-flow electronic toll collection system.

Mark Florian, Managing Director, Goldman Sachs & Co

Mark Florian was the lead investment banking adviser for the $1.8 billion Public-Private Partnership (PPP) for the Chicago Skyway and the $1.4 billion refinancing of the Skyway Concession Company.

Mark has worked in the Investment Banking Division of Goldman Sachs for 20 years. As the lead investment banker responsible for more than 50 client relationships in the Midwest, he has completed more than $20 billion in mergers for his clients.

He has executed more than $15 billion of debt financings as lead banker for his tax-exempt clients, working with issuers in the Midwest, such as the State of Michigan, Michigan Municipal Bond Authority, Michigan Department of Transportation, Detroit Metro Airport, Wayne County, the City of Detroit, Detroit Public Schools, Illinois Tollway Authority, City of Chicago, Cook County, O'Hare Airport, State of Wisconsin, State of Iowa, Indiana Bond Bank, Indianapolis Airport, Ohio Water Development Authority, and Ohio Building Authority.

Michael Whelan, Project Operations Manager, Transurban

Michael is Project Operations Manager for Transurban and will be responsible for transition of all operations and maintenance responsibilities for DTR to the Dulles SmartLink consortium. Previously, he was Toll Monitoring Manager on the company's cornerstone asset, CityLink, where he was responsible for establishing the operational and financial controls as well as the video-based image processing function. He played a key role in ensuring that the world-leading CityLink tolling system was ready to "go live" on time. Michael has also held senior positions in Transurban's corporate finance team, where he was responsible for analyzing CityLink's revenue performance and identifying initiatives to improve service and revenue, while reducing operational costs. Michael has been instrumental in improving the overall performance of CityLink through initiatives such as the establishment of a revenue and business operations performance monitoring framework.

Herb Morgan, P.E., Vice President, Fluor

Herb Morgan, as vice president of operations for the Infrastructure business line, has management responsibility for the development and operations of multimillion dollar road projects. Working 30 years in the engineering and construction industry, he is experienced in managing highway, road, and bridge construction for major expressways and multiple-facility industrial and medical complexes. He was project director for the ROC 52 project in Minnesota, following completion of the Pocahontas Parkway in Virginia. Herb is also president of both the FD/MK LLC venture selected to deliver the privately financed, design-build Virginia toll road project and the Zumbro River Constructors LLC venture selected for ROC 52, the largest best value and one-time road project ever procured by the Minnesota Department of Transportation. His extensive experience includes design engineering management on various food and consumer products facilities, construction management of a large medical complex, and project management responsibilities encompassing project planning, final design, scheduling, procurement and contract administration, quality assurance and control, construction, and safety. Herb has been with Fluor for 28 years.

Additional Principals

George Biediger, Executive Director Project Finance, Fluor

George Biediger has more than 25 years of experience in developing business and financing solutions for Fluor's clients in a broad range of industries. For the last 10 years, he has specialized in the development of public-private financing solutions for the transportation industry. He led the project financing team that developed the Pocahontas Parkway project and remains active as a board member for the Pocahontas Parkway Association. His experience in financing, construction start-up, marketing, and operations of the project will be critical in managing a smooth transition of the DTR from a public facility to a public-private partnership.

Leonard Rattigan, P.E., Senior Vice President, Jacobs

Len Rattigan currently serves as the Northeast Regional Manager for the Civil/Infrastructure Division of Jacobs. Len has 35 years of experience in the area of transportation engineering, including planning, design, and project management for highways, toll roads, major structures, railroads, and transit systems. His experience includes preparation of environmental documents for highways and transit facilities; design of complex highway projects, freight rail systems, and heavy and light rail systems; and participation in the development of major design-build-finance programs for highways and multi-modal transportation systems. Len's work experience has included projects throughout the United States as well as Algeria, Kenya, Morocco, Thailand, Denmark, and England.

Jim Murray, P.E., Design Manager, Jacobs

Jim Murray is an experienced manager having executed challenging transportation design and design-build projects and assignments for Jacobs since 1989. His experience includes the design and management of roadway, transit, and civil/site design projects, including roadways on new alignment, roadway widening, location studies, HOV-lane improvements, interchange design, rail geometry, drainage and stormwater management design, arterial/street improvements, and right-of-way and construction plan preparation. He has extensive knowledge of VDOT, Virginia DCR, and DEQ design standards and specifications as well as AASHTO, AREMA, and FHWA design guidelines.

Andrea Warfield, Vice President, VMS

Andrea Warfield has nearly 25 years of combined management and operations experience with responsibilities including hiring, training, supervising personnel, policy formulation and implementation, budget development and execution, and company operations. As a professional management consultant on large transportation, military, and construction projects, Andrea has been responsible for public meetings, community coordination and outreach, and citizen group liaison. She has served on numerous steering and task force committees for large infrastructure planning, design, and construction projects. Andrea has developed guidance for the successful implementation of public participation programs designed to inform and support alternative impact studies. She has successfully negotiated policy issues with governmental agencies ensuring timely, cost-effective project completions.

William G. Thomas, Reed Smith

Bill Thomas has been representing clients before the Virginia General Assembly and Virginia state government and its many departments, boards, and commissions for more than 40 years. Bill has extensive experience in Virginia dealing with public-private partnership issues and was the principal advocate and draftsman of the forward-looking Virginia Highway Corporation Act of 1988, under which the Dulles Greenway was created.

Stephen Walter, Senior Environmental Planner and Manager, Parsons

Steve Walter has more than 28 years of experience in various facets of transportation planning, engineering, and project management. He has served as project manager and task manager for more than 20 Environmental Impact Statements and more than 45 Environmental Assessments for transportation corridors and structures. For the past 20 years, he has successfully managed some of the most complex and controversial NEPA studies conducted by VDOT and other transportation agencies in the Northern Virginia and Washington, D.C., metropolitan area, including:

- Woodrow Wilson Bridge Improvement Study
- Capital Beltway Improvement Study
- I-95/395/Capital Beltway Interchange Improvement Study
- Western Transportation Corridor Study
- I-66 Inside the Beltway Feasibility Study
- Theodore Roosevelt Bridge Improvement Study
- Dulles Corridor Rapid Transit Project

Steve's experience and expertise in working with VDOT, WMATA, DRPT, and other local government agencies will be invaluable in coordinating the environmental aspects of this project.

1.b.2 Previous Working Relationships

The strength of the Dulles SmartLink Team lies in the experiences and familiarity we have gained by working together in similar roles on recent transportation projects. We are partners, both with our respective team members and with the Commonwealth, focused on meeting the objectives of all stakeholders.

Dulles SmartLink is a partnership focused on meeting stakeholder objectives.

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The Dulles SmartLink team has detailed throughout this proposal both current and previous working relationships between Dulles SmartLink partners and the Commonwealth. Refer to Tab 1.b.1 and Additional Material for more detail.

1.b.3 Approach to Safety and Safety History

Provide a safety record for lead construction partners and sub-contractors, as well as a safety plan for project implementation.

Dulles SmartLink's focus is on the safety of the traveling public at all times during management, construction of enhancements, and ongoing road operations.

Overall Approach to Safety During Road Operations

We have established procedures for addressing safety issues during operations. A major part of this initiative will be to incorporate the use of cameras to:

- Report on incidents in real time
- Assist incident response teams
- Provide variable messaging signs informing drivers of upcoming incidents
- Offer connectivity to local emergency response organizations, including police and fire/life safety

Dulles SmartLink's internal culture will reflect our focus on the safety of the public and our employees.

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Overall Approach to Safety During Construction

During design and construction of the DTR enhancements, Dulles SmartLink's approach to safety will be based on Fluor's safety programs and will focus on work zone safety. The outstanding safety performance by Fluor's worldwide workforce protects lives and property, reduces insurance costs, averts liability claims, meets schedules, builds productivity and morale, and enhances each customer's public image.

Safety throughout a project requires management commitment. Dulles SmartLink's safety program will be a primary focus for our team throughout the Concession. In keeping with our firm commitment to safety, the Dulles SmartLink team will establish and promote a strong safety program and a project culture that will protect the safety of the public and project personnel.

Safety History

Dulles SmartLink consortium members' exemplary safety records have been demonstrated on highway construction projects such as the Conway Bypass, Legacy Parkway, and ROC 52, which all have safety records significantly better than industry averages. Fluor, the lead firm during the construction phase, is a leader in safety as demonstrated by the *2004 Annual Award for Worker Safety.* The award was received by a Fluor Enterprises Joint Venture, Zumbro River Constructors, on April 28, 2004, from local union leaders for safe work hours on the ROC 52 Highway Project in Minnesota.

Fluor has one of the finest safety records of any contractors in the U.S. and is the first major contractor to execute a Zero Incidents[SM] standard. One example of the effectiveness of this program in the highway design-build business is the Conway Bypass Project executed for SCDOT, where Fluor had 2.6 million safe work hours without a lost-time accident or fatality. Currently, Fluor's recordable incident rate is 15 times better than the national construction industry average.

VMS (the asset management contractor) consistently rates better than the national average in its industry for OSHA recordable events. VMS has made numerous refinements and improvements to traditional safety practices in the industry, aimed at preventing accidents. VMS has upgraded safety vests, hard hat reflective markings, and other equipment continuously since it began asset management. VMS has also complied with voluntary American National Standards Institute standards that have not yet been adopted by OSHA.

Transurban has an exemplary record of safety on CityLink, with accident rates significantly below the national average. CityLink, with daily traffic volumes of 150,000 vehicles, has received national attention for its operational safety.

The team's commitment to safety is an essential component of Dulles SmartLink's approach.

1.b.4 Project Descriptions

Relevant experience of the Dulles SmartLink members is summarized in Table 1.b.4-1. Project descriptions for each of the projects have been provided in the Additional Material section.

Table 1.b.4-1 Relevant Project Experience of Dulles SmartLink Team Members

Team Member	Project	Equity/Financial Sponsor	Negotiated Concession Agreement	Concession Manager	Tolling	Design Build	Operations & Maintenance	Financial Adviser	Corridor Development/Enhancement	Environmental
Transurban	M2 Motorway	●	●	●	●		●		●	
	Westlink M7, Australia	●	●	●	●		●			
	CityLink, Australia	●	●	●	●		●		●	
Goldman Sachs	City of Chicago		●					●		
	State of Indiana							●		
	Tube Lines, London, United Kingdom		●					●		
Fluor	Pocahontas Parkway (Route 895 Connector) Richmond, Virginia	●	●			●			●	
	SH 130, Austin, Texas	●				●			●	
	Conway Bypass, Horry County, South Carolina	●				●			●	
Jacobs	DTR Widening, Bus Slip Ramps, and Interchange Improvements at Capital Beltway, Fairfax County, Virginia					●			●	
	Chesapeake Bay Bridge-Tunnel Virginia Beach to Cape Charles					●			●	
	Pocahontas Parkway (Route 895 Connector) Richmond, Virginia					●			●	
VMS	Virginia I-95, I-81, I-77, I-381						●		●	
	Miami-Dade Expressway Authority (MDX)						●		●	
	I-95 Space Coast						●		●	
Parsons	Capital Beltway Improvement Study Fairfax County, Virginia									●
	Dulles Corridor Rapid Transit Project Fairfax and Loudoun Counties, Virginia									●
	I-66 Inside the Capital Beltway Fairfax and Arlington Counties, Virginia									●

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1.c Team Contact/Information Source

Provide the names, addresses, and phone numbers of persons with the firm or consortium who may be contacted for further information.

Michael Kulper
Transurban Limited
405 Lexington Avenue
43rd Floor
New York, NY 10019
212.529.1270 telephone
212.505.9450 facsimile
mkulper@transurban.com.au

1.d Client References

Include the address, telephone number, and the name of a specific contact person for an entity for which the firm/consortia or primary members of the consortia have completed a similar project.

Table 1.d.1 includes the addresses, telephone numbers, and names of specific contacts for similar projects executed by members of the Dulles SmartLink team. These technical references pertain to various components of innovatively-financed projects.

Table 1.d-1 Client References

Team Member	Project	Scope	Contact
Transurban	M2 Motorway	Acquisition and delivery of enhancements, including the conversion to full ETC express lanes	Les Wielinga Director of Motorways RTA Level 6, Centennial Plaza 260 Elizabeth Street Surry Hills, New South Wales 2010, Australia 612.9218.6262
Transurban	Westlink M7, Australia	Concession management, open-road tolling system delivery, customer service	Les Wielinga Director of Motorways RTA Level 6, Centennial Plaza 260 Elizabeth Street Surry Hills, New South Wales 2010, Australia 612.9218.6262
Transurban	CityLink, Australia	Project development, investor, open-road tolling system, enhancement, operations, customer service	Dr. Alf Smith Deputy Secretary Department of Infrastructure Nauru House Melbourne, Victoria 3000, Australia 613.9655.6653
Goldman Sachs	City of Chicago	Lead financial adviser to the City on the sale of the $1.8 billion Chicago Skyway Concession	Dana Levenson – CFO, City of Chicago 33 North LaSalle Street, Suite 600 Chicago, Illinois 60602 312.744.8674 dlevenson@cityofchicago.org
Goldman Sachs	State of Indiana	Lead adviser to the State on the sale of a Concession in 157-mile toll road	Chuck Schalliol Director, Office of Management and Budget State Capital Indianapolis, Indiana 46204 317.232.0696 cschalliol@omb.in.gov
Goldman Sachs	Tube Lines London, United Kingdom	Senior manager on £2.1 billion term refinancing of Tube Lines, the provider of infrastructure and asset management services to the London Underground	Steve Hurrell Director of Finance Tube Lines 15 Westferry Circus Canary Wharf, London, E14 4HD, United Kingdom Tel: +44 (20) 7088 4955 Steve.Hurrell@tubelines.com

Table 1.d-1 Client References

Team Member	Project	Scope	Contact
Fluor	Pocahontas Parkway (Route 895 Connector) Richmond, Virginia	Design-build and finance 8.8 miles of toll highway and high-level bridge	Mal Kerley, P.E. Chief Engineer Virginia Department of Transportation 1401 East Broad Street Richmond, Virginia 23219 804.786.4798
Fluor	SH 130 Austin, Texas	Finance, design-build, and maintenance of a 90-mile toll road	Tim Weight, P.E. SH 130 Project Director Texas Department of Transportation Texas Turnpike Authority Division 1421 Wells Branch Parkway Building I, Suite 107 Pflugerville, Texas 78660 512.225.1300
Fluor	Conway Bypass Horry County, South Carolina	Design-build a 28.5-mile controlled-access highway	Danny R. Shealy, P.E. Director of Construction South Carolina Department of Transportation 955 Park Street Columbia, South Carolina 29201 803.737.1308 shealydr@dot.state.sc.us
Jacobs	DTR Widening, Bus Slip Ramps, and Interchange Improvements at Capital Beltway, Fairfax County, Virginia	Design, right-of-way, and construction plans for 13 miles of HOV lanes and interchange improvements at Capital Beltway	Gene Weldon, P.E. Assistant Location and Design Engineer Virginia Department of Transportation 14685 Avion Parkway Chantilly, Virginia 20151 703.383.2183
Jacobs	Chesapeake Bay Bridge – Tunnel Virginia Beach to Cape Charles	Planned, designed, and managed the construction of the original and parallel crossing of the Hampton Roads. Performed condition inspection and designed/inspected repairs to bridge, roadway, and tunnel facilities under General Engineering Consulting contract	Jeffrey Holland Executive Director Chesapeake Bay Bridge & Tunnel District PO Box 111 Cape Charles, Virginia 23310 757.331.2960
Jacobs	Pocahontas Parkway (Route 895 Connector) Richmond, Virginia	Complete preliminary and final engineering services and roadway and bridge plans for a new multilane highway connecting Route 150/I-95 in Chesterfield County to I-295 in Henrico County	Mal Kerley, P.E. Chief Engineer Virginia Department of Transportation 1401 East Broad Street Richmond, Virginia 23219 804.786.4798
VMS	Virginia I-95, I-81, I-77, I-381	Operations and maintenance	Mike Hall, Assistant Division Administrator/ Procurement Director Virginia Department of Transportation James Monroe Building 1201 East Broad Street Richmond, Virginia 23219 804.786.3150 mike.hall@virginiadot.org

Table 1.d-1 Client References

Team Member	Project	Scope	Contact
VMS	Miami-Dade Expressway Authority (MDX)	Operations and maintenance	Alfred Lurigados, P.E., Director of Engineering Miami-Dade Expressway Authority 3790 NW 21st Street Miami, Florida 33142 305.637.3277 x 2114 alurigados@mdx-way.com
VMS	I-95 Space Coast Florida	Operations and maintenance	Alan Hyman, P.E., District 5 Maintenance Engineer 719 South Woodland Boulevard MS 3-5 10 DeLand, Florida 32720-6834 386.943.5277 alan.hyman@dot.state.fl.us
Parsons	Capital Beltway Improvement Study Fairfax County, Virginia	Environmental Impact Statement for proposed improvements to the 14-mile segment of Capital Beltway between the Springfield Interchange and the American Legion Bridge	Ken Wilkinson Environmental Manager Virginia Department of Transportation 1401 E. Broad Street Richmond, Virginia 23219 804.786.6751
Parsons	Dulles Corridor Rapid Transit Project Fairfax and Loudoun Counties, Virginia	Environmental Impact Statement for the 23-mile extension of Metrorail in the Dulles Corridor	Karl Rohrer Deputy Project Director Dulles Corridor Metrorail Project Virginia Department of Rail & Public Transportation 1595 Spring Hill Road, Suite 600 Vienna, Virginia 22182 703. 288.5924
Parsons	I-66 Inside the Capital Beltway Fairfax and Arlington Counties, Virginia	Feasibility study and environmental overview for proposed improvements to I-66 Inside the Capital Beltway	Theresa DeFore Project Manager Virginia Department of Transportation Northern Virginia District 14685 Avion Parkway Chantilly, Virginia 20151 703.383.2150

1.e Financial Statements

Provide a financial statement of the firm/consortium and each major partner. Submit the most recent Securities and Exchange Commission 10-K and 10-Q reports, if such reports have been filed.

The Dulles SmartLink team has the financial and execution resources necessary to successfully fund and operate its investment in the DTR.

Transurban Group currently has a market capitalization of approximately $5 billion and a Standard & Poor's corporate credit rating of "A-"on its senior debt. Goldman Sachs has a market capitalization of more than $55 billion and credit ratings of "Aa3/A+/AA-."

Financial statements and financial information for Transurban Group and Goldman Sachs are provided in the Additional Material section. (Note that Transurban Infrastructure Developments Limited has changed its name to Transurban Limited. Financial information for our subcontractors is available upon request.)

1.f Planned Participation by DBE/WBE/MBE

Include any planned participation of small, women-, and minority-owned businesses during project development and implementation.

The Dulles SmartLink team has an aggressive procurement plan to achieve "best value" and a goal to subcontract 10 percent of the total design and construction dollars to Disadvantaged Business Enterprises (DBEs) and qualified regional firms. This plan will also include the identification of operation and maintenance contracting opportunities throughout the life of the Concession.

The Dulles SmartLink Team will structure its subcontracting plan to address work components that can be most effectively and efficiently performed by firms located in the Virginia region.

Fluor, the program manager, has exceeded its DBE/MBE goal on several projects. For the Pocahontas Parkway in Richmond, Virginia, the DBE participation goal was 5 percent while actual participation was 6.2 percent. On the $1.3 billion SH 130 project in Texas, the goal for the preconstruction phase was 12.7 percent, and a participation level of 14.2 percent was achieved. The construction phase on SH 130 also has a 12.7 percent participation goal, and Fluor is on track to exceed this goal with construction scheduled for completion in 2007.

Our team members have a successful track record of achieving and exceeding DBE participation goals.

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VMS (the asset manager) also has an aggressive program of subcontracting roadway maintenance activities to local firms. In 2003, 90 percent of roadway maintenance activities on Virginia-based projects were subcontracted to Virginia contractors, of which nearly 40 percent went to small, minority, and/or women-owned firms. This approach will be employed on the DTR and will contribute to the local economy and enhance opportunities for DBE firms on a wide range of maintenance work.

The Dulles SmartLink team will continue its efforts to solicit qualified subcontractors by:

- Advertising in trade and association publications
- Using subcontractor contact lists
- Using VDOT's approved DBE list and association directories
- Building on past relationships

We will size these opportunities based on the project's requirements and the local subcontractor market.

Table 1.f-1 Anticipated Subcontract Opportunities

Work Description		
• Paving	• Coatings and painting	• Professional services
• Concrete flatwork	• Maintenance services	• Design work
• Signs	• Pavement markings	• Construction services
• Fencing	• Traffic control	• Landscape

During the design phase, specific DBE opportunities will be identified. Each DBE firm will be required to meet the quality, safety, environmental sensitivity, and price requirements of Dulles SmartLink. As a result of these efforts, we have committed to meet or exceed the established goal of 10 percent for DBE participation.